

**LATHAM & WATKINS LLP**

885 Third Avenue  
New York, New York 10022-4802  
Telephone: (212) 906-1200  
Robert J. Rosenberg (RR-9585)  
Mitchell A. Seider (MS-4321)  
Mark A. Broude (MB-1902)  
Email: robert.rosenberg@lw.com  
mitchell.seider@lw.com  
mark.broude@lw.com

Counsel for The Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
Delphi Corporation, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	Jointly Administered
	)	

**COMMENT OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
TO *EX PARTE* MOTION FOR ORDER AUTHORIZING THE OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS TO FILE UNDER SEAL A  
SUPPLEMENTAL OBJECTION TO MOTION FOR ORDER AUTHORIZING THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO PROSECUTE THE  
DEBTORS' CLAIMS AND DEFENSES AGAINST GENERAL MOTORS  
CORPORATION AND CERTAIN FORMER OFFICERS OF THE DEBTORS**

On September 29, 2006, the Official Committee of Equity Security Holders (the "Equity Committee") filed an *ex parte* motion (the "Seal Motion") for an order authorizing it to file under seal a supplemental objection to the motion (the "STN Motion") filed by the Official Committee of Unsecured Creditors' (the "Creditors' Committee") for authority to prosecute the above-captioned Debtors' claims and defenses against General Motors Corporation ("GM"). In the Seal Motion, the Equity Committee professes to seek *ex parte* relief on an expedited basis so that it may "file the Supplemental Objection as soon as possible."

Counsel for the Equity Committee was informed by email on September 25 that the hearing with respect to the STN Motion would be adjourned to November 30, 2006, and that objections to that motion would be due on November 22, 2006. As a result, there is no urgent need for the Equity Committee to file its supplemental objection at this time. Because there is no looming objection deadline, there is no reason why the Equity Committee requires immediate *ex parte* relief on the Seal Motion. Indeed no other party in this case, including the two that are most affected by the relief sought in the STN Motion (*i.e.*, the Debtors and GM), believes that there is a pressing need to file responses to the STN Motion at this time.

Because it shares the Equity Committee's concern that the estates would be adversely affected by the public dissemination of confidential information, the Creditors' Committee wishes to avoid any unnecessary risk that the Debtors' businesses would be harmed or that applicable legal privileges would be waived as a result of the public disclosure of any confidential information and analysis contained in the Equity Committee's supplemental objection. There is plenty of time between now and the November 22 objection deadline for those concerns to be addressed and resolved, and thus the Equity Committee has not explained why immediate relief is necessary.

Dated: September 29, 2006  
New York, New York

**LATHAM & WATKINS LLP**

By: /s/ Robert J. Rosenberg  
Robert J. Rosenberg (RR-9585)  
Mitchell A. Seider (MS-4321)  
Mark A. Broude (MB-1902)  
885 Third Avenue, Suite 1000  
New York, New York 10022  
Telephone: (212) 906-1200

Counsel for the Official Committee  
of Unsecured Creditors

NY\1194014.2